

RECORDATION NO. 23261-A FILED

DEC 20 '00 9-53 AM

TS
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 20, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: El-Mo II Trust No. 2000-F

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement Nos. F1, F2 and F3, dated as of December 22, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement which is being filed with the Board under Recordation Number 23261.

The names and addresses of the parties to the enclosed document are:

Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

Lessee: El-Mo Leasing III Corporation
9301 West 55th Street
La Grange, Illinois 60525

A description of the railroad equipment covered by the enclosed documents is:

48 SD70M Diesel Electric Locomotives within the series UP 4049 - UP 4164

Mr. Vernon A. Williams
December 20, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement Nos. Nos. F1, F2 and F3, dated December 22, 2000, Wilmington Trust Company, Lessor, and El-Mo Leasing II Corporation, Lessee, covering 48 SD70M Diesel Electric Locomotives within the series UP 4049 - UP 4164.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

EL-MO II TRUST NO. 2000-F

MEMORANDUM OF LEASE SUPPLEMENT NOS. F1, F2 AND F3

Memorandum of Lease Supplement Nos. F1, F2 and F3 made and entered into on December 22, 2000 by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("*Lessor*"), and El-Mo Leasing II Corporation, an Illinois corporation ("*Lessee*").

WITNESSETH

1. The undersigned have entered into that certain Lease of Railroad Equipment (the "*Lease Agreement*"), dated December 22, 2000, subject to the term defined in said Lease Agreement.
2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have entered into those certain Lease Supplement Nos. F1, F2 and F3 each dated December 22, 2000, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By 
Name: *Anita Dallago*
Title: *Financial Services Officer*

Executed on this ____ day of December
2000.

EL-MO LEASING II CORPORATION

By _____
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this ____ day of December
2000.

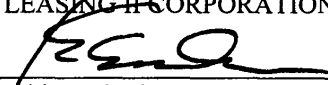
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as
owner trustee

By _____
Name:
Title:

Executed on this ____ day of December
2000.

EL-MO LEASING II CORPORATION

By 
Name: Keith McCanless
Title: Assistant Treasurer

Executed on this 14 day of December
2000.

STATE OF Delaware)
)
COUNTY OF New Castle) SS:

On this, the 14 day of December, 2000, before me, a Notary Public in said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Officer Wilmington Trust that said instrument was signed on December 14, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Leigh Emmi
Name: LEIGH EMMI
Notary Public NOTARY PUBLIC
My Commission Expires August 1, 2002
Residing in Delaware

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December ___, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF _____)
)
COUNTY OF _____) SS:

On this, the _____ day of December, 2000, before me, a Notary Public in said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of _____, that said instrument was signed on December _____, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Illinois)
)
COUNTY OF Cook) SS:

On this, the 14th day of December, 2000, before me, a Notary Public in ^{DuPage} said County and State, personally appeared Keith A. McCaless, who being by me duly sworn, says that (s)he is the Assistant Treasurer of El-Mo Leasing II Corporation, that said instrument was signed on December 14, 2000 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kathryn J. Zicarelli
Name: Kathryn J. Zicarelli
Notary Public
My Commission Expires: 7/30/01
Residing in DuPage County

[Wells Fargo]

Exhibit A

Equipment: General Motors Corporation (Electro-Motive Division) Model SD70M
Diesel Electric Locomotives

Units subject to Lease Supplement F1 (6 Units)

Road Numbers (Prefix UP): 4049, 4063, 4068, 4070, 4071, 4072

Units subject to Lease Supplement F2 (6 Units)

Road Numbers (Prefix UP): 4073, 4074, 4075, 4076, 4077, 4078

Units subject to Lease Supplement F3 (36 Units)

Road Numbers (Prefix UP): 4079, 4080, 4081, 4082, 4083, 4084, 4085, 4086,
4087, 4088, 4100, 4103, 4111, 4113, 4114, 4115,
4116, 4117, 4118, 4137, 4141, 4145, 4148, 4149,
4150, 4151, 4154, 4155, 4157, 4158, 4159, 4160,
4161, 4162, 4163, 4164